

EDISON INTERNATIONAL
Form 11-K
June 27, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK
PURCHASE, SAVINGS AND SIMILAR PLANS
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One):

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-9936

EDISON 401(K) SAVINGS PLAN
(Full Title of the Plan)

EDISON INTERNATIONAL
(Name of Issuer)

2244 Walnut Grove Avenue (P.O. Box 976), Rosemead, California 91770
(Address of principal executive office)

Edison 401(k) Savings Plan

Financial Statements and Supplemental Schedule
As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

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Consent of Independent Registered Public Accounting Firm Exhibit 23
Note: All schedules other than that listed above have been omitted since the information is either disclosed elsewhere in the financial statements or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

Report of Independent Registered Public Accounting Firm

Southern California Edison Company
Benefits Committee
Edison 401(k) Savings Plan
Rosemead, California

We have audited the accompanying statements of net assets available for plan benefits of the Edison 401(k) Savings Plan (the "Plan") as of December 31, 2013 and 2012, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for plan benefits for the year ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ BDO USA, LLP
Costa Mesa, California
June 27, 2014

Financial Statements

| Statements of Net Assets Available for Plan Benefits (in thousands) | Edison 401(k) Savings Plan December 31, | |
|--|--|--------------|
| | 2013 | 2012 |
| Assets | | |
| Investments, at fair value | \$ 3,988,860 | \$ 3,902,698 |
| Receivables | | |
| Notes receivable from participant | 91,443 | 99,209 |
| Dividends receivable | 4,621 | 5,081 |
| Interest receivable | 1 | 21 |
| Receivable from brokers and other | 7,156 | 3,212 |
| Total receivables | 103,221 | 107,523 |
| Total assets | 4,092,081 | 4,010,221 |
| Liabilities | | |
| Payable to brokers and others | 48,555 | 38,254 |
| Total liabilities | 48,555 | 38,254 |
| Net assets available for plan benefits | \$ 4,043,526 | \$ 3,971,967 |

See accompanying notes to financial statements.

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| Statements of Changes in Net Assets Available for Plan Benefits | Edison 401(k) Savings Plan |
|---|--|
| (in thousands) | For year ended December 31, 2013 |
| Additions | |
| Investment income | |
| Dividends | \$27,851 |
| Interest income and other | 6,807 |
| Net appreciation in fair value of investments | 527,332 |
| Total investment income | 561,990 |
| Less: Management fees | (4,885) |
| Net investment income | 557,105 |
| Interest income on notes receivables from participants | 4,091 |
| Contributions | |
| Employer contributions, net of forfeitures | 89,203 |
| Participant and rollover contributions | 163,046 |
| Total net contributions | 252,249 |
| Total additions | 813,445 |
| Deductions | |
| Distributions to participants | 741,886 |
| Total deductions | 741,886 |
| Net increase | 71,559 |
| Net assets available for plan benefits | |
| Beginning of year | 3,971,967 |
| End of year | \$4,043,526 |

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

1. Plan Description

The following description of the Edison 401(k) Savings Plan (the "Plan"), provides only general information. The Plan sponsor is the Southern California Edison Company (the "Plan Sponsor"). Participants should refer to the summary plan description and Plan document, as amended, for a more complete description of the Plan's provisions.

Nature of Plan

Eligibility

The Plan is a defined-contribution plan with a 401(k) feature, in which qualifying full-time and part-time employees of Edison International (the "Company") and many of its subsidiary companies are eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. An employee, as defined by the Plan document, is eligible to participate in the Plan immediately upon employment.

Contributions

Subject to statutory limits, all participants may defer pre-tax and after-tax dollars up to 84% of eligible pay. Participating employers provide matching contributions up to 6% of a participant's eligible pay. The Company allows employees who have attained age fifty before the close of a Plan year to make catch up contributions subject to Internal Revenue Service ("IRS") limitations. Certain participating subsidiaries also provide a fixed profit sharing contribution of 3% of eligible pay each pay period and a variable profit sharing contribution annually (if certain business objectives are reached) to the accounts of eligible employees. The Plan also accepts rollover contributions from other qualified plans.

Vesting

Participants immediately vest in their contributions plus actual earnings thereon. Employer contributions plus actual earnings thereon vest at a rate of 20% per year, except for certain employer contributions made to participating subsidiaries which vest in accordance with the provisions of the Plan document. After five years of service or reaching age 65, all existing and future employer contributions and their related earnings are fully vested.

Forfeitures

At December 31, 2013, and 2012, the unused portion of forfeited non-vested accounts totaled \$29,952 and \$65,117, respectively. These accounts are used to reduce future employer contributions. During 2013, employer contributions were reduced by \$1,703,621 from forfeited non-vested accounts.

Plan Trust

Plan assets are held in trust with State Street Bank and Trust Company (the "Trustee") for the benefit of participants and their beneficiaries. The mutual covenants to which the Plan Sponsor and the Trustee agree are disclosed in the trust agreement between the Plan Sponsor and the Trustee.

Plan Administration

The Plan is administered by the Southern California Edison Company Benefits Committee (the "Plan Administrator"). Effective January 1, 2012, Xerox HR Solutions, LLC (formerly Affiliated Computer Services HR Solutions, LLC), became the Plan's record keeper. The Plan provides to participants a detailed description of each investment fund choice and lists the respective investment manager.

Administrative and Investment Expenses

The Plan Sponsor pays the cost of administering the Plan, including fees and expenses of the Trustee and record keeper. The fees, taxes and other expenses incurred by the Trustee or investment managers in making investments are paid out of the applicable investment funds. These expenses also include brokerage fees for sales or purchases of Edison International Common Stock on the open market. No additional costs are incurred in connection with sales of Edison International Common Stock within the trust or the transfer of assets between funds.

Mutual funds pay fees to the Plan record keeper for administrative services to participants that would otherwise have to be provided by the mutual funds. The majority of fees received by the Plan record keeper are used to reduce the record keeping and communication expenses of the Plan paid by the Plan Sponsor. See Note 7 for a discussion of related party transactions.

Participant Accounts

Each participant account is adjusted for certain activities, including participant's contribution, the employer's contribution, distributions, loan activities, if applicable, and allocation of investment earnings/losses. Allocation of earnings/losses and expenses is based on account balances. The benefit to which a participant is entitled is the benefit that can be provided from the vested portion of the participant's account.

Notes Receivable from Participants

Participants may borrow from their account, a minimum of \$1,000 to a maximum of \$50,000, with certain restrictions. Loan transactions are treated as a transfer from (to) the investment fund to (from) participant loans. Loan terms range from one to four years for general purpose loans or up to 15 years for the purchase of a primary residence. Loans bear interest at the prime rate in effect at time of loan issuance plus one percent. Interest rates on outstanding loans range from 4.20% to 10.52% as of December 31, 2013 and mature on various dates through December 2028. Principal and interest are paid ratably through payroll deductions. Some separated participants may repay loan obligations directly, rather than through payroll deductions. Participant loans amounted to approximately \$91,443,000 and \$99,209,000 as of December 31, 2013, and 2012, respectively.

Distribution to Participants

Account balances are distributed as soon as practicable after a participant dies, becomes entitled to and requests a distribution, or terminates employment with an account balance of \$5,000 or less. Participants may otherwise delay distribution, subject to the minimum distribution requirements under Internal Revenue Code Section 401(a)-(9). Participants may receive lump sum distributions. An installment form of distribution payment is also available to certain participants. In-service withdrawals may be taken from after-tax contributions, upon attainment of age 59½, or for certain financial hardships. Participants taking in-service withdrawals will be required to pay all applicable taxes on the withdrawals and may be subject to penalty taxes for early withdrawals taken prior to age fifty-nine and one half. Participants who terminate employment, with a vested account balance greater than \$1,000 but less than or equal to \$5,000 will have their vested account balance automatically rolled over to individual retirement accounts ("IRA") selected by the Chair or Secretary of the Plan Administrator, unless the participants make a timely distribution election.

Profit Sharing

Certain non-represented employees of Edison Mission Group Inc.'s ("EMG") participating subsidiaries are eligible for two types of profit sharing contributions:

- (i) Fixed profit sharing is comprised of a 3% profit sharing contribution each pay period to the Plan on behalf of eligible employees. Fixed profit sharing contributions in 2013 amounted to approximately \$2,151,000. Variable profit sharing is comprised of an additional annual profit sharing contribution to the Plan on behalf of eligible employees if certain business objectives are reached. Variable profit sharing contributions made in 2014
- (ii) for the 2013 plan year was 7% of eligible earnings for eligible EMG employees, for total amounts of approximately \$4,458,000. The amounts were accrued and included in "Receivables from brokers and other" in the accompanying financial statements at December 31, 2013.

Edison Mission Energy Chapter 11 Bankruptcy Filing and Sale

In December 2012, Edison Mission Energy and certain of its wholly-owned subsidiaries ("EME") filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court. In March 2014, the Bankruptcy Court approved the sale of substantially all of EME's assets to NRG Energy, Inc., as well as transactions called for in the Settlement Agreement between EME and Edison International. The sale was completed April 1, 2014.

As of December 31, 2013 and through March 31, 2014, employees of EME were eligible for benefits in accordance with the provisions of the Plan. Effective April 1, 2014, these employees are no longer eligible for certain benefits, including matching contributions, fixed profit sharing contributions and variable profit sharing contributions. This transaction will not have a material impact on the December 31, 2014 Plan's financial statements.

In addition, on January 27th, 2014, the Plan was amended such that any unvested balance in the Plan for employees of EME who were terminated in connection with the sale shall fully vest on the date that they cease to be an employee.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements are prepared and presented on the accrual basis of accounting and in conformity with U.S. generally accepted accounting principles ("GAAP") applicable to employee benefit plans and ERISA.

Certain prior year reclassifications have been made to conform to the current year financial statement presentation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ materially from those estimates.

Risks and Uncertainties

The Plan's investment in Edison International Common Stock amounted to approximately \$608,398,000 and \$693,623,000 as of December 31, 2013, and 2012, respectively. Such investments represented approximately 15% and 17% of the Plan's net assets as of December 31, 2013, and 2012, respectively. For risks and uncertainties regarding investment in the Company's common stock, participants should refer to the annual report on Form 10-K for the period ended December 31, 2013, and the quarterly report on Form 10-Q for the period ended March 31, 2014 of Edison International.

The Plan provides for various funds that hold investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risk in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits and the Statement of Changes in Net Assets Available for Plan Benefits.

The Plan participates in various investment options that include securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than securities of comparable U.S. companies.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Net Appreciation (Depreciation) in Fair Value of Investments

Realized and unrealized appreciation (depreciation) in the fair value of investments is based on the difference between the fair value of the assets at the beginning of the year, or at the time of purchase for assets purchased during the year, and the related fair value on the day investments are sold with respect to realized appreciation (depreciation), or on the last day of the year for unrealized appreciation (depreciation).

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Notes receivable from participants that are in default, as provided in the Plan document, are treated as deemed distributions for active participants, or loan offsets for terminated participants, for tax purposes and also reported as such in the Form 5500. There were no deemed distributions in 2013. Management has determined that to the extent these notes are loan offsets, they are uncollectible and written-off. For the year ended December 31, 2013, \$11,274,000 of notes receivable from participants were loan offsets. This amount is included in "Distributions to participants" in the Statements of Changes in Net Assets Available for Plan Benefits.

Distributions to Participants

Distributions to participants, other than notes receivable from participants, are recorded when paid.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (referred to as an "exit price"). Fair value of an asset or liability considers assumptions that market participants would use in pricing the asset or liability, including assumptions about nonperformance risk. The Plan categorizes financial assets and liabilities into a three-level fair value hierarchy based on valuation inputs used to derive fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are:

Level 1: The fair value of Level 1 assets and liabilities is determined using unadjusted quoted prices in active markets that are available at the measurement date for identical assets and liabilities;

Level 2: Pricing inputs other than Level 1 that are observable, either directly or indirectly, such as quoted market prices for similar assets; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the financial instrument; and

Level 3: The fair value of Level 3 assets and liabilities is determined using the income approach through various models and techniques that require significant unobservable inputs. The Plan does not have any Level 3 assets and liabilities.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. There were no changes in the valuation methods during 2013 and 2012. Plan assets carried at fair value are described below.

Edison International Common Stock and investments in equity mutual funds are valued at the unadjusted quoted prices in active or highly liquid and transparent markets and are classified as Level 1.

Collective investment funds and the money market fund are valued at the net asset value of shares held by the Plan and the unit value as reported by the investment manager. These fair values are determined by observable prices and are classified as Level 2 because they trade in markets that are not considered active. Collective investment funds consist of fixed income index funds that seek to track the Barclays Capital Aggregate Bond Index, equity index funds that seek to track the performance of the Standard and Poor's 500 index, the Russell 1000 growth index, the Russell 2500 index, the MSCI AC World Index excluding the U.S., and a fund that invests in inflation-index bonds issued by the U.S. Treasury.

Investments in separately managed accounts (separate accounts) are managed by external investment managers and include the following. Cash and short-term interest bearing investments with initial maturities of three months or less are recorded at cost, plus accrued interest, which approximates fair value. The value of equity investments, real estate investment trusts, and US Treasury investments in separate accounts is based on quoted market prices in active or highly liquid and transparent markets and is therefore classified as Level 1. The fair value of fixed income investments (including asset-backed securities) in separate accounts are based on evaluated prices that reflect significant observable market information but are classified as Level 2 because they trade in markets that are not considered active. Separate accounts also include minor investments in derivative contracts, including options and futures traded in active markets and swap contracts valued at fair value, as determined by the investment managers taking into consideration exchange quotations on underlying instruments, dealer quotations and other market information.

The self-directed brokerage account contains investments stated at quoted market prices for equities and mutual funds and therefore are classified as Level 1. Fixed income investments in this category are classified as Level 2.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following presents information about the Plan's investments that are measured at fair value on a recurring basis as of December 31, 2013 and 2012, by level within the fair value hierarchy:

| (in thousands) | Investments at Fair Value as of December 31, 2013 | | | |
|--|---|-------------|---------|-------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Edison International common stock fund | \$604,434 | \$3,964 | \$— | \$608,398 |
| Money market fund | — | 492,451 | — | 492,451 |
| Self-directed brokerage account ^a | 313,188 | 4,938 | — | 318,126 |
| Mutual fund | 185,931 | — | — | 185,931 |
| Collective investment funds: | | | | |
| U.S. stock index fund | — | 703,164 | — | 703,164 |
| TIPS fund | — | 147,300 | — | 147,300 |
| International fund | — | 338,515 | — | 338,515 |
| Fixed income (bond) fund ^b | — | 72,154 | — | 72,154 |
| Large cap | — | 307,117 | — | 307,117 |
| Small/Mid cap | — | 132,650 | — | 132,650 |
| Total collective investment funds | — | 1,700,900 | — | 1,700,900 |
| Separate managed funds: | | | | |
| Cash and other short-term investments | — | 8,928 | — | 8,928 |
| Mutual funds | — | 34,116 | — | 34,116 |
| Fixed income securities | 40,057 | 165,067 | — | 205,124 |
| Common and preferred stocks | | | | |
| Large cap | 155,157 | — | — | 155,157 |
| Small/Mid cap | 254,030 | — | — | 254,030 |
| Other | 12,076 | 13,623 | — | 25,699 |
| Total separate managed funds | 461,320 | 221,734 | — | 683,054 |
| Total investments at fair value | \$1,564,873 | \$2,423,987 | \$— | \$3,988,860 |

| (in thousands) | Investments at Fair Value as of December 31, 2012 | | | |
|--|---|-------------|---------|-------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Edison International common stock fund | \$684,117 | \$9,506 | \$— | \$693,623 |
| Money market fund | — | 589,285 | — | 589,285 |
| Self-directed brokerage account ^a | 291,455 | 3,024 | — | 294,479 |
| Mutual fund | 154,669 | — | — | 154,669 |
| Collective investment funds: | | | | |
| U.S. stock index fund | — | 587,605 | — | 587,605 |
| TIPS fund | — | 238,937 | — | 238,937 |
| International fund | — | 308,966 | — | 308,966 |
| Fixed income (bond) fund ^b | — | 84,435 | — | 84,435 |
| Large cap | — | 130,083 | — | 130,083 |
| Small/Mid cap | — | 100,934 | — | 100,934 |
| Total collective investment funds | — | 1,450,960 | — | 1,450,960 |
| Separate managed funds: | | | | |
| Cash and other short-term investments | — | 9,873 | — | 9,873 |
| Mutual funds | — | 7,852 | — | 7,852 |
| Fixed income securities | 56,786 | 201,592 | — | 258,378 |
| Common and preferred stocks | | | | |
| Large cap | 237,747 | — | — | 237,747 |
| Small/Mid cap | 185,235 | — | — | 185,235 |
| Other | 6,526 | 14,071 | — | 20,597 |
| Total separate managed funds | 486,294 | 233,388 | — | 719,682 |
| Total investments at fair value | \$1,616,535 | \$2,286,163 | \$— | \$3,902,698 |

For self-directed accounts, at December 31, 2013 and 2012, respectively, approximately 41% and 40% was invested ^a in mutual funds, 41% and 37% in equities, 17% and 22% in money market mutual funds and 1% and 1% in fixed-income investments.

^b Majority of these securities consist of U.S. government securities and agency securities including U.S. treasury notes and bonds.

The Plan determines the fair value for transfers in and transfers out of each level at the end of each reporting period. There were no transfers between levels during 2013 and 2012.

3. Investment Elections

The Trustee invests contributions in accordance with participant instructions.

Participants may elect changes to their investment mix effective each business day, with certain restrictions. The Plan imposes a seven-day trading restriction for most participants that applies to all funds except the Edison International Stock Fund. Reallocation elections are also subject to trading restrictions, redemption fees, or other measures imposed by investment fund managers. Participants may effect changes to their deferral percentages and deferral investment elections coincident with their pay frequency.

4. Investment Options

The transfer of a participant's investment from one fund to any other fund is based on the net asset value of the units allocated to the participant's account, as of close of market on the date of transfer.

As of December 31, 2013, all participants were able to choose from among 19 investment fund offerings. These investment funds consisted of the following:

Tier 1 – Ten Target Date Funds: Premixed allocation of stocks, bonds and cash. Each Target Date fund is built from a combination of the Tier 2 core funds and designed to be more conservative over time as each fund approaches its target date.

Tier 2 – Edison International Stock Fund and Seven Institutional Funds representing a range of asset classes: large and small U.S. stocks (including Edison International Common Stock), cash equivalents, non-U.S. stocks and fixed income instruments, with varying degrees of risk and return.

Tier 3 – Self-Directed Brokerage Account: Allows participants to select investments from among thousands of publicly traded securities including individual equities, mutual funds, fixed income products, exchange traded funds, real estate investment trusts, and taxable unit investment trusts.

The Plan Sponsor's Trust Investment Committee may direct the Trustee to establish new investment funds or discontinue existing ones as well as change the investment medium for each investment fund. Participants should refer to the summary plan description for a more complete discussion of the various investment options.

5. Investments

The following presents investments that represent 5 percent or more of the Plan's net assets (except as noted below):

| (in thousands) | December 31, | |
|---|--------------|-----------|
| | 2013 | 2012 |
| Investments at fair value as determined by quoted market prices: | | |
| Edison International Common Stock Fund, 13,054,717 and 15,138,670 shares, respectively (See Note 7) | \$608,398 | \$693,623 |
| Investments at estimated fair value: | | |
| Money market fund (see Note 7) | 492,451 | 589,285 |
| Treasury inflated protected securities fund (less than 5% in 2013) | 147,300 | 238,937 |
| U.S. stock index fund | 703,164 | 587,605 |

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Net Appreciation in Fair Value of Investments:

| (in thousands) | For year ended December 31, 2013 |
|--|--|
| Investments at fair value as determined by quoted market prices: | |
| Edison International common stock fund | \$21,043 |
| Self-directed brokerage account | 41,295 |
| | 62,338 |
| Investments at estimated fair value: | |
| Investment funds | 464,994 |
| Net appreciation in fair value of investments | \$527,332 |

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500:

| | December 31, | |
|---|--------------|-------------|
| (in thousands) | 2013 | 2012 |
| Net assets available for plan benefits per the financial statements | \$4,043,526 | \$3,971,967 |
| Less: Amounts allocated to withdrawing participants | (2,619 |) (990 |
| Net assets available for plan benefits per the Form 5500 | \$4,040,907 | \$3,970,977 |

| (in thousands) | For year ended December 31, 2013 | |
|--|--|---|
| Total deductions per the financial statements | \$741,886 | |
| Add: Amounts allocated to withdrawing participants at December 31, 2013 | (2,619 |) |
| Less: Amounts allocated to withdrawing participants at December 31, 2012 | \$(990 |) |
| Benefits paid to participants per the Form 5500 | \$738,277 | |

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not paid as of that date.

7. Related-Party Transactions

Certain Plan investments, including investments held in the trust, are shares of funds managed by the Trustee. The Plan also invests in the Edison International Common Stock Fund. The Plan Sponsor provides services to the Plan. These transactions qualify as party-in-interest transactions under ERISA.

The Money Market Fund is managed by State Street Bank and Trust Company, which also serves as the Plan's Trustee. Fees earned by the Trustee in its capacity as fund manager for the Plan were \$274,664 for 2013 and were reported as "Management fees" on the Statement of Changes in Net Assets Available for Plan Benefits.

The Plan's investment options include the Company's Common Stock as a fund option. See Note 2 for a discussion of the amount of the Plan's investment in the Company's Common Stock. In addition, State Street Global Advisors, an affiliate of State Street Bank and Trust Company, is the investment manager of the Edison International Common Stock Fund. Fees earned by State Street Global Advisors in its capacity as the investment manager of the Edison International Common Stock Fund were \$105,921 for 2013 and were reported as "Management fees" on the Statement of Changes in Net Assets Available for Plan Benefits.

Certain investment fund managers have provided credits to Xerox HR Solutions LLC of \$427,606 for administrative and other services rendered to the Plan by the Plan Sponsor. These credits were used to reduce Xerox HR Solutions LLC's charge to the Plan Sponsor for services provided to the Plan.

See Note 10 below regarding Edison International Common Stock Fund dividend payments.

8. Plan Termination

Although it has not expressed intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts. The Trust will continue after termination until all Trust assets have been distributed to participants and their beneficiaries.

9. Tax Status

The Internal Revenue Service has determined and informed the Plan Sponsor by a letter dated May 22, 2002, that the Plan and related trust as amended through November 29, 2001, are designed in accordance with the applicable qualification sections of the Internal Revenue Code ("IRC"). The Plan has been amended and restated since receiving the determination letter. However, the Plan Administrator believes that the Plan, as amended and restated effective January 1, 2011, is designed in compliance with the applicable qualification requirements of the IRC. In addition, the Plan Administrator is not aware of any operational issues that will prevent the continuation of the Plan's qualified tax status. The Plan has filed for a new determination letter on January

31, 2011 and the Plan received a comment letter dated May 5, 2014 from the IRS. The Plan responded on June 3, 2014 and is awaiting a further response from the IRS.

Accounting principles generally accepted in the U.S.A. require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits relative to the Plan for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examination for years prior to 2010.

10. Employee Stock Ownership Plan

The Edison International Common Stock Fund constitutes an employee stock ownership plan that allows for the current distribution of dividends to the accounts of all participants through the Plan. Such distributions amounted to approximately \$3,372,000 for the year ended December 31, 2013. On December 12, 2013, the Board of Directors of Edison International declared a common stock dividend of \$0.3550 per share which was paid on January 31, 2014 to the shareholders of record as of December 31, 2013. As the record date was at year end, dividend income of \$0.3550 per share amounting to approximately \$4,621,000 was accrued and included in "Dividends receivable" in the accompanying financial statements at December 31, 2013. The amount was paid on April 30, 2014. For the year ended December 31, 2012, \$5,081,000 was accrued in dividend receivable and paid on January 31, 2013.

Supplemental Schedule

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Form 5500 Schedule H, Line 4i - Schedule of Assets (Held at End of
Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335

Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (d) Cost** | (e) Current Value (in thousands) |
|---|--|---------------|--|
| Edison International common stock fund | | | |
| * Edison International | Common stock - no par value | | \$608,398 |
| Money market fund | | | |
| * State Street Bank & Trust Co. | Money market fund - collective instrument in the State Street Bank short-term income fund | | 492,451 |
| Investment funds | | | |
| BlackRock Global Investors | Collective investment in the core Standard & Poor 500 index fund | | 703,164 |
| BlackRock Global Investors | Collective investment in the core treasury inflation protected securities fund | | 147,300 |
| PIMCO*** | Separate managed account in the core bond fund | | 195,328 |
| BlackRock Global Investors | Collective investment in the core bond fund | | 72,154 |
| Dodge & Cox*** | Separate managed account in the core bond fund | | 59,447 |
| Thornburg Investment Dodge & Cox | Collective investment in the core international stock fund | | 169,451 |
| BlackRock Global Investors | Mutual fund in the core international stock fund | | 185,931 |
| BlackRock Global Investors | Collective investment in the core international stock fund | | 169,064 |
| BlackRock Global Investors | Collective Investment in the core U.S. large company stock fund | | 144,685 |
| BlackRock Global Investors | Collective investment in the core Standard & Poor 500 index fund | | 162,432 |
| Institutional Capital Corporation*** | Separate managed account in the core U.S. large company stock fund | | 157,060 |
| Westwood Group*** | Separate managed account in the core U.S. small-medium company stock fund | | 65,333 |
| Delaware Investments*** | Separate managed account in the core U.S. small-medium company stock fund | | 68,836 |
| BlackRock Global Investors | Collective investment in the core U.S. small-medium company stock fund | | 132,650 |
| AJO Partners*** | Separate managed account in the core U.S. small-medium company stock fund | | 64,626 |
| Next Century*** | Separate managed account in the core U.S. small-medium company stock fund | | 72,424 |
| | Total common collective and separate managed funds | | 2,569,885 |
| Self-directed brokerage account | | | |
| Charles Schwab | Self-directed brokerage account | | 318,126 |
| | Total investments | | 3,988,860 |

Notes receivable from participants

| | | |
|--------------------------------------|--|-------------|
| * Notes receivable from participants | Loans with maturities varying from one to four years (or up to 15 years for purchase of a primary residence) and interest rates of 4.20% to 10.52% | 91,443 |
| | Total | \$4,080,303 |

* Party-in interest

** Investments are participant-directed; therefore, disclosure of cost is not required.

*** See investment details of the separate managed investments in the appendix of the Schedule of Assets.

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335

Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party PIMCO | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|--|--|----------------------|
| | FNMA TBA 15 YR | \$1,020,508 |
| | FNMA TBA 15 YR | 1,045,742 |
| | FNMA TBA FEB 30YR SINGLE FAM | 25,656,250 |
| | FNMA TBA JAN 15 SINGLE FAM | 1,064,023 |
| | FNMA TBA FEB 30 SINGLE FAM | 6,337,734 |
| | FNMA TBA FEB 30 SINGLE FAM | 1,082,891 |
| | MORGAN STANLEY + CO INC CASH COLL (CCP) | 107,000 |
| | BBVA US SENIOR SA UNIPER BANK GUARANT 05/14 VAR | 805,037 |
| | BANC OF AMERICA COMMERCIAL MOR BACM 2006 5 A2 | 520,333 |
| | BANK OF AMERICA CORP SR UNSECURED 04/15 4.5 | 1,360,029 |
| | BARCLAYS CASH COLLATERAL CCBCYCUS6 | 124,000 |
| | BEAR STEARNS ADJUSTABLE RATE M BSARM 2004 10 11A1 | 638,799 |
| | BEAR STEARNS COMMERCIAL MORTGA BSCMS 2005 PW10 A4 | 636,568 |
| | CD COMMERCIAL MORTGAGE TRUST CD 2005 CD1 A4 | 636,159 |
| | COUNTRYWIDE ALTERNATIVE LOAN T CWALT 2004 28CB 5A1 | 369,168 |
| | COUNTRYWIDE HOME LOANS CWHL 2004 HYB2 6A | 377,848 |
| | CALIFORNIA ST CAS 03/40 FIXED 7.625 | 3,923,610 |
| | CITIGROUP INC NOTES 10/14 5.5 | 231,284 |
| | CITIGROUP INC SR UNSECURED 12/15 4.587 | 641,168 |
| | CITIGROUP MORTGAGE LOAN TRUST CMLTI 2005 8 3A1 | 467,008 |
| | CITIGROUP CAPITAL XIII PREFERRED STOCK 10/40 VAR | 272,500 |
| | CREDIT SUISSE MORTGAGE TRUST CSMC 2006 C5 A1A | 1,133,366 |
| | CREDIT SUISSE SEC LLC COC CREDIT SUISSE SEC FUTURES COC | 357,000 |
| | EKSPORTFINANS ASA SR UNSECURED 09/15 2. | 886,500 |
| | FANNIE MAE NOTES 05/17 5. | 112,964 |
| | FANNIE MAE NOTES 01/17 1.25 | 607,220 |
| | FANNIE MAE NOTES 08/17 0.875 | 98,732 |
| | FANNIE MAE NOTES 10/17 0.875 | 3,047,269 |
| | FANNIE MAE NOTES 12/17 0.875 | 783,274 |
| | FANNIE MAE NOTES 02/18 0.875 | 97,478 |
| | FANNIE MAE NOTES 05/18 0.875 | 96,731 |
| | FANNIE MAE NOTES 09/18 1.875 | 100,658 |
| | FANNIE MAE FNR 2012 55 PC | 1,664,443 |
| | FREDDIE MAC FHR 3901 LA | 235,272 |
| | FREDDIE MAC NOTES 06/17 1. | 99,400 |
| | FREDDIE MAC NOTES 07/17 1. | 397,474 |
| | FREDDIE MAC NOTES 09/17 1. | 98,829 |
| | FREDDIE MAC NOTES 10/19 1.25 | 3,599,881 |
| | FREDDIE MAC NOTES 01/18 0.75 | 4,574,355 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335

Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party PIMCO | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|--|--|----------------------|
| | FNMA POOL 469379 | \$3,507,146 |
| | FNMA POOL 471600 | 289,534 |
| | FNMA POOL AH2317 | 26,713 |
| | FNMA POOL AI9475 | 122,790 |
| | FNMA POOL AL1983 | 494,911 |
| | FANNIE MAE FNR 2004 10 ZB | 46,625 |
| | FREDDIE MAC FHR 2882 ZC | 17,141 |
| | FNMA POOL 725236 | 21,614 |
| | FNMA POOL 831834 | 1,870,259 |
| | FNMA POOL 888638 | 762,536 |
| | FNMA POOL 889691 | 43,259 |
| | FNMA POOL 894948 | 53,792 |
| | FNMA POOL 995279 | 46,885 |
| | FNMA POOL AE4083 | 24,012 |
| | FORD MOTOR CREDIT CO LLC SR UNSECURED 04/15 7. | 2,152,734 |
| | INDYMAC INDA MORTGAGE LOAN TRU INDA 2005 AR1 3A1 | 812,722 |
| | ITAU UNIBANCO S A NEW YORK | 295,858 |
| | JP MORGAN MORTGAGE TRUST JPMMT 2005 A5 2A2 | 1,840,137 |
| | JPMORGAN CHASE + CO SR UNSECURED 06/15 3.4 | 1,557,660 |
| | JP MORGAN CHASE COMMERCIAL MOR JPMCC 2006 LDP8 A1A | 184,677 |
| | KOREA DEVELOPMENT BANK SR UNSECURED 08/17 3.5 | 208,492 |
| | LOS ANGELES CA DEPT WTR PWR LOSUTL 07/41 FIXED 7 | 568,730 |
| | LOS ANGELES CA DEPT WTR PWR LOSUTL 07/41 FIXED 7.003 | 441,236 |
| | MERRILL LYNCH MORTGAGE INVESTO MLMI 2003 A2 2A2 | 106,254 |
| | MLCC MORTGAGE INVESTORS INC MLCC 2004 G A1 | 169,669 |
| | MORGAN STANLEY CAPITAL I TRUST MSC 2005 HQ7 A4 | 525,877 |
| | MORGAN STANLEY CAPITAL I TRUST MSC 2007 HQ13 A2 | 1,348,059 |
| | NEW YORK CITY NY TRANSITIONALF NYCGEN 02/29 FIXED 5 | 1,616,475 |
| | ONTARIO (PROVINCE OF) SR UNSECURED 10/17 1.1 | 98,870 |
| | PENNSYLVANIA ST HGR EDUCTNL FA PASEDU 09/41 FIXED OID 5 | 625,218 |
| | PETROBRAS INTL FIN CO COMPANY GUAR 03/18 5.875 | 639,471 |
| | PETROBRAS INTL FIN CO COMPANY GUAR 03/19 7.875 | 1,132,742 |
| | PIMCO FDS SHORT TERM FLTG NAV MUTUAL FUND | 34,116,370 |
| | SLM STUDENT LOAN TRUST SLMA 2002 7X A5 REGS | 377,974 |
| | RESIDENTIAL ACCREDIT LOANS, IN RALI 2005 QA1 A1 | 390,183 |
| | SAN FRANCISCO CITY CNTY CA C SFOCTF 11/41 FIXED 6.487 | 1,575,525 |
| | UBS CASH COLL CCP COC CCP CCUBSCUS4 COC | 52,000 |
| | STATOIL ASA 11/18 1 | 904,290 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335
Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|---|--|----------------------|
| PIMCO | STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND | \$440,881 |
| | STRUCTURED ADJUSTABLE RATE MOR SARM 2005 2 A2 | 162,509 |
| | STRUCTURED ASSET SECURITIES CO SASC 2004 13 2A1 | 782,119 |
| | THORNBURG MORTGAGE SECURITIES TMST 2006 5 A1 | 208,679 |
| | TOTAL CAPITAL CANADA LTD COMPANY GUAR 01/14 VAR | 1,000,189 |
| | TSY INFL IX N/B 01/25 2.375 | 8,118,437 |
| | TSY INFL IX N/B 01/26 2. | 130,274 |
| | TSY INFL IX N/B 01/27 2.375 | 1,867,726 |
| | TSY INFL IX N/B 01/28 1.75 | 835,540 |
| | TSY INFL IX N/B 01/29 2.5 | 511,367 |
| | US TREASURY N/B 11/15 0.25 | 4,391,235 |
| | US TREASURY N/B 11/18 1.25 | 4,012,181 |
| | US TREASURY N/B 12/16 0.625 | 597,563 |
| | US TREASURY N/B 12/18 1.5 | 395,468 |
| | US TREASURY N/B 05/16 1.75 | 102,898 |
| | US TREASURY N/B 07/16 1.5 | 204,562 |
| | US TREASURY N/B 08/18 1.5 | 4,178,672 |
| | US TREASURY N/B 08/16 1 | 100,938 |
| | US TREASURY N/B 03/17 1. | 200,438 |
| | US TREASURY N/B 05/17 0.625 | 394,781 |
| | TSY INFL IX N/B 07/22 0.125 | 1,070,191 |
| | US TREASURY N/B 07/17 0.5 | 195,797 |
| | US TREASURY N/B 08/17 0.625 | 196,250 |
| | US TREASURY N/B 12/17 0.75 | 195,562 |
| | TSY INFL IX N/B 01/23 0.125 | 95,568 |
| | US TREASURY N/B 02/18 0.75 | 7,399,907 |
| | US TREASURY N/B 03/18 0.75 | 1,360,187 |
| | US TREASURY N/B 07/16 0.625 | 300,375 |
| | US TREASURY N/B 07/18 1.375 | 99,109 |
| | US TREASURY N/B 09/16 0.875 | 905,344 |
| | US TREASURY N/B 10/16 0.625 | 1,297,563 |
| | US TREASURY N/B 10/18 1.25 | 2,549,017 |
| | US TREASURY N/B 11/16 0.625 | 5,483,242 |
| | UNIV OF CALIFORNIA CA REVENUES UNVHGR 05/32 FIXED 5 | 1,055,130 |
| | BANK OF AMERICA TBA CASH COLLATERAL | 290,000 |
| | MORGAN STANLEY TBA CASH COLLATERAL | (145,000) |
| | CCBCYZUS5 BARCLAYS COC CCPC US CCBCYZUS5 BARCLAYS | 55,000 |
| | COC CCPC US | |
| | VERIZON COMMUNICATIONS SR UNSECURED 09/18 VAR | 105,150 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335
Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party PIMCO | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|--|--|----------------------|
| | VERIZON COMMUNICATIONS SR UNSECURED 09/16 2.5 | \$103,404 |
| | VERIZON COMMUNICATIONS SR UNSECURED 09/18 3.65 | 846,851 |
| | WACHOVIA BANK COMMERCIAL MORTG WBCMT 2006 C27 A1A | 125,983 |
| | WELLS FARGO MORTGAGE BACKED SE WFMBBS 2003 E A1 | 574,859 |
| | CITIBANK CASH COLL CCP CCSALCUS6 CCP CASH COLL | 209,000 |
| | BOA FUTURES COC BOA FUTURES CCBOXSUS1 | 159,000 |
| | CSFB CASH COLL CCP CSFB CASH COLL CCFOBCUS1 | 78,000 |
| | GOLDMAN CCP USD GOLDMAN CCP CCGSCCUS0 | 243,000 |
| | WISCONSIN ST GEN FUND ANNUAL A WISGEN 05/18 FIXED 5.05 | 109,349 |
| | BUONI POLIENNALI DEL TES BONDS 11/15 3. | 142,187 |
| | CCGSCZUS9 GOLDMAN SACH COC ICE CCP CCGSCZUS9 CASH COLL | 81,000 |
| | SWAP BANK OF AMERICA COC SWAP CASH COLLATERAL USD | 270,000 |
| | SWAP MORGAN STANLEY BOC SWAP CASH COLLATERAL USD | (5,000) |
| | MORGAN STANLEY CAP SVCS BOC SWAP CASH COLLATERAL USD | (95,000) |
| | SWPC383G9 CDS USD R F 5.00000 | 309,014 |
| | SWPC383G9 CDS USD P V 03MEVENT | (300,000) |
| | SWPC710K4 CDS USD R F 1.00000 | 608,537 |
| | SWPC710K4 CDS USD P V 03MEVENT | (600,000) |
| | SWPC008M1 CDS USD R F 1.00000 | 1,494,324 |
| | SWPC008M1 CDS USD P V 03MEVENT | (1,500,000) |
| | SWPC885M9 CDS USD R F 1.00000 | 2,135,824 |
| | SWPC885M9 CDS USD P V 03MEVENT | (2,100,000) |
| | SWU0162T8 IRS MXN R F 5.60000 | 470,231 |
| | SWU0162T8 IRS MXN P V 01MTIIE | (458,115) |
| | SWU0271T6 IRS MXN R F 6.35000 | 38,212 |
| | SWU0271T6 IRS MXN P V 01MTIIE | (38,176) |
| | SWU0566V5 IRS USD R F 1.50000 CME VANILLA CCP | 19,427,824 |
| | SWU0566V5 IRS USD P V 03MLIBOR CME VANILLA CCP | (19,300,000) |
| | SWU000DB9 IRS MXN R F 5.50000 VANILLA | 310,575 |
| | SWU000DB9 IRS MXN P V 01MTIIE VANILLA | (305,410) |
| | SWU000L79 IRS MXN R F 5.50000 VANILLA | 77,644 |
| | SWU000L79 IRS MXN P V 01MTIIE VANILLA | (76,352) |
| | SWU000UW4 IRS MXN R F 5.00000 VANILLA | 7,633 |
| | SWU000UW4 IRS MXN P V 01MTIIE VANILLA | (7,635) |
| | SWU000XY7 IRS MXN R F 5.50000 VANILLA | 105,948 |
| | SWU000XY7 IRS MXN P V 01MTIIE VANILLA | (114,529) |
| | SWU001QW7 IRS MXN R F 5.50000 VANILLA | 7,063 |
| | SWU001QW7 IRS MXN P V 01MTIIE VANILLA | (7,635) |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335
Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party PIMCO | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|--|--|----------------------|
| | SWU000UX2 IRS MXN R F 5.00000 VANILLA | \$22,898 |
| | SWU000UX2 IRS MXN P V 01MTIIE VANILLA | (22,906) |
| | SWU001RO4 IRS MXN R F 5.50000 VANILLA | 49,443 |
| | SWU001RO4 IRS MXN P V 01MTIIE VANILLA | (53,447) |
| | SWU09G516 IRS BRL R F 8.86000 | 39,848 |
| | SWU09G516 IRS BRL P V 00MBRCDI | (42,386) |
| | BWU002SF0 IRS USD R V 03MLIBOR DUB CME SWUV02SF2 CCPVANILLA | 12,000,000 |
| | BWU002SF0 IRS USD P F 2.75000 DUB CME SWU002SF0 CCPVANILLA | (9,377,879) |
| | BWU003AQ3 IRS JPY R V 06MLIBOR SWUV03AQ5 CCPVANILLA CME | 1,617,430 |
| | BWU003AQ3 IRS JPY P F 1.00000 SWU003AQ3 CCPVANILLA CME | (1,631,863) |
| | SWU003FJ4 IRS USD R F 1.00000 OIS 1.0 FEDL01 101515 CME CCP | 986,126 |
| | SWU003FJ4 IRS USD P V 00MFFED FEDL01 10/15/15 CME CCP | (1,000,000) |
| | SWU003RI3 IRS BRL R F 9.09500 NDFPREDISWAP | 39,773 |
| | SWU003RI3 IRS BRL P V 00MCETIP NDFPREDISWAP | (42,386) |
| | SWU004LI7 IRS MXN R F 5.75000 VANILLA | 75,001 |
| | SWU004LI7 IRS MXN P V 01MTIIE VANILLA | (76,352) |
| | SWU004M21 IRS MXN R F 5.75000 VANILLA | 7,094 |
| | SWU004M21 IRS MXN P V 01MTIIE VANILLA | (7,635) |
| | SWU004MY1 IRS MXN R F 5.75000 VANILLA | 7,094 |
| | SWU004MY1 IRS MXN P V 01MTIIE VANILLA | (7,635) |
| | SWU004NJ3 IRS MXN R F 5.75000 VANILLA | 7,094 |
| | SWU004NJ3 IRS MXN P V 01MTIIE VANILLA | (7,635) |
| | SWU004PA0 IRS MXN R F 6.00000 VANILLA | 7,233 |
| | SWU004PA0 IRS MXN P V 01MTIIE VANILLA | (7,635) |
| | BWU004X94 IRS USD R V 03MLIBOR CME CCP | 2,100,000 |
| | BWU004X94 IRS USD P F 3.50000 CME CCP | (1,930,625) |
| | SWU005K20 IRS USD R F 3.00000 CCP VANILLA CME | 20,298,601 |
| | SWU005K20 IRS USD P V 03MLIBOR CCP VANILLA CME | (20,200,000) |
| | SWPC479Z2 CDS USD R F 1.00000 SOVEREIGN | 1,704,942 |
| | SWPC479Z2 CDS USD P V 03MEVENT SOVEREIGN | (1,700,000) |
| | SWPC969Z9 CDS USD R F 1.00000 BRC MYC 1 CCPCDX | 610,741 |
| | SWPC969Z9 CDS USD P V 03MEVENT BRC MYC 2 CCPCDX | (600,000) |
| | SWPC932Z3 CDS EUR R F 1.00000 | 1,537,326 |
| | SWPC932Z3 CDS EUR P V 03MEVENT CDS CCP ICE | (1,515,744) |
| | SWPC00Y83 CDS USD R F 1.00000 SOVEREIGN | 792,430 |
| | SWPC00Y83 CDS USD P V 03MEVENT SOVEREIGN | (800,000) |
| | SWPC236P8 CDS USD R F 1.00000 SOVEREIGN | 1,584,861 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335

Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party PIMCO | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|--|--|----------------------|
| | SWU006FZ1 IRS USD R F 1.50000 SWU006FZ1 CCPVANILLA CME | \$28,370,208 |
| | SWU006FZ1 IRS USD P V 03MLIBOR SWUV06FZ3 CCPVANILLA CME | (28,400,000) |
| | 317U300E9 IRO EUR 1Y C0.4 GLM MAR14 0.4 CALL | (297) |
| | 317U301E8 IRO EUR 1Y C0.4 BOA MAR14 0.4 CALL | (1,483) |
| | 317U298E3 IRO EUR 1Y P0.4 BOA MAR14 0.4 PUT | (332) |
| | 317U299E2 IRO EUR 1Y P0.4 GLM MAR14 0.4 PUT | (66) |
| | 317U293E8 IRO EUR 1Y P0.4 BRC MAR14 .4 PUT | (66) |
| | 317U292E9 IRO EUR 1Y C0.4 BRC MAR14 .4 CALL | (297) |
| | 317U934E3 IRO USD 10Y C RYL JAN14 2.5 CALL | — |
| | 317U933E4 IRO USD 10Y P RYL JAN14 3.5 PUT | (177) |
| | 317U149F1 IRO USD 5Y P 2.0000 JAN14 2 PUT | (11,504) |
| | 317U148F2 IRO USD 5Y C 1.4000 JAN14 1.4 CALL | (66) |
| | 317U193F6 IRO USD 2Y1Y P2 MYC MAR14 2.0 PUT | (15,925) |
| | 317U219F6 IRO USD 2Y1Y P 2.000 MAR14 2 PUT | (5,067) |
| | 317U253F3 IRO USD 5Y P 1.8000 JAN14 1.8 PUT | (7,043) |
| | EUR 3Y MIDCV OP MAR14P 97.375 EXP 03/14/2014 | (7,000) |
| | 317U305F1 IRO USD 10Y P 2.9000 MAR14 2.9 PUT | (13,982) |
| | 317U306F0 IRO USD 10Y C 2.4000 MAR14 2.4 CALL | (28) |
| | 317U311F3 IRO USD 10Y C 2.5000 MAR14 2.5 CALL | (48) |
| | 317U312F2 IRO USD 10Y C2.6 GLM MAR14 2.6 CALL | (101) |
| | 317U320F2 IRO USD 5Y C 1.4 GLM MAY14 1.4 CALL | (353) |
| | 317U318F6 IRO USD 5Y P 1.9 GLM MAY14 1.9 PUT | (11,246) |
| | 317U321F1 IRO USD 5Y C 1.4 MYC MAY14 1.4 CALL | (470) |
| | 317U329F3 IRO USD 10Y P 3.1000 MAR14 3.1 PUT | (12,443) |
| | 317U342F6 IRO USD 10Y C 2.6500 MAR14 2.65 CALL | (88) |
| | 317U341F7 IRO USD 10Y P 3.1000 MAR14 3.1 PUT | (4,452) |
| | 3175G77L2 CDX.0 C0.6 5Y BNP MAR14 0.6 CALL | (410) |
| | 3175G77K4 CDX.0 P0.9 5Y BNP MAR14 0.9 PUT | (174) |
| | 3175H7764 ITRAXX.O C 0.70 EU20 MAR14 0.7 CALL | (407) |
| | 3175H7772 ITRAXX.O P 1.10 EU20 MAR14 1.1 PUT | (83) |
| | BONOS Y OBLIG DEL ESTADO BONDS 07/15 4 | 3,002,005 |
| | BUONI POLIENNALI DEL TES BONDS 03/15 2.5 | 420,528 |
| | COUGAR CLO COUGR I A REGS | 831,961 |
| | BUONI POLIENNALI DEL TES BONDS 07/15 4.5 | 1,446,429 |
| | BONOS Y OBLIG DEL ESTADO BONDS 10/15 3.75 | 287,057 |
| | GRANITE MASTER ISSUER PLC GRANM 2006 1X A7 REGS | 380,347 |
| | MEXICAN CETES BILLS 01/14 0.00000 | 465,382 |
| | CERT DI CREDITO DEL TES BONDS 06/15 0.00000 | 135,423 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335

Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|---|--|--|
| PIMCO | BUONI ORDINARI DEL TES BILLS 09/14 0.00000 BUONI ORDINARI DEL TES BILLS 10/14 0.00000 GRANITE MASTER ISSUER PLC GRANM 2005 1 A5 REGS GRANITE MASTER ISSUER PLC GRANM 2005 1 A6 REGS BUONI POLIENNALI DEL TES BONDS 08/15 3.75 SBERBANK (SB CAP SA) SR UNSECURED REGS 07/15 5.499 ODEBRECHT DRILL VIII/IX SR SECURED REGS 06/21 6.35 ICICI BANK LTD/HONG KONG SR UNSECURED REGS 11/20 5.75 | \$1,507,074 1,642,940 356,727 338,086 859,179 316,500 922,500 1,028,700 |
| Total PIMCO | | 195,327,791 |
| Dodge & Cox | TIME WARNER INC COMPANY GUAR 04/31 7.625 AT+T INC SR UNSECURED 02/39 6.55 AMERICAN INTL GROUP SR UNSECURED 09/14 4.25 BAC CAPITAL TRUST XI LIMITD GUARA 05/36 6.625 BANK OF AMERICA CORP SR UNSECURED 06/19 7.625 BOSTON PROPERTIES LP SR UNSECURED 05/21 4.125 BOSTON SCIENTIFIC CORP SR UNSECURED 01/20 6. BURLINGTN NORTH SANTA FE SR UNSECURED 06/21 4.1 CIGNA CORP SR UNSECURED 05/19 8.5 CIGNA CORP SR UNSECURED 06/20 5.125 CALIFORNIA ST CAS 03/40 FIXED 7.625 CAPITAL ONE FINANCIAL CO SR UNSECURED 07/21 4.75 CHASE ISSUANCE TRUST CHAIT 2012 A8 A8 CITIGROUP INC SR UNSECURED 11/17 6.125 CITIGROUP INC SUBORDINATED 07/22 4.05 CITIGROUP CAPITAL XIII PREFERRED STOCK 10/40 VAR COMCAST CORP COMPANY GUAR 02/18 5.875 COX COMMUNICATIONS INC SR UNSECURED 08/28 6.8 DOW CHEMICAL CO/THE SR UNSECURED 05/19 8.55 DOW CHEMICAL CO/THE SR UNSECURED 05/39 9.4 ERP OPERATING LP SR UNSECURED 04/23 3 EXPORT IMPORT BK KOREA SR UNSECURED 01/17 4. FED HM LN PC POOL G01976 FED HM LN PC POOL G04715 FED HM LN PC POOL G07338 FED HM LN PC POOL G07480 FED HM LN PC POOL G07491 FED HM LN PC POOL G07515 | 917,535 567,650 179,374 590,941 731,793 612,956 602,716 924,549 228,692 582,302 1,621,759 611,426 684,067 259,360 173,050 637,650 573,497 581,021 583,620 373,477 296,771 397,272 233,205 260,365 238,237 1,102,268 779,883 344,922 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

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|--|--|----------------------|
| | FED HM LN PC POOL G12511 | \$1,273,094 |
| | FED HM LN PC POOL G13824 | 1,101,767 |
| | FED HM LN PC POOL G14585 | 1,166,121 |
| | FED HM LN PC POOL G14678 | 328,952 |
| | FED HM LN PC POOL G08271 | 198,001 |
| | FED HM LN PC POOL 1G2201 | 122,693 |
| | FED HM LN PC POOL Q02552 | 399,278 |
| | FED HM LN PC POOL Q03086 | 519,053 |
| | FEDEX CORP 1998 PASS TST PASS THRU CE 07/23 6.72 | 452,200 |
| | FANNIE MAE FNR 2013 106 MA | 267,376 |
| | FREDDIE MAC FHR 4283 EW | 1,163,695 |
| | FNMA POOL AL0376 | 280,881 |
| | FNMA POOL AL1845 | 312,750 |
| | FANNIE MAE FNR 2005 87 FB | 708,529 |
| | FANNIE MAE FNR 2009 66 ET | 341,644 |
| | FREDDIE MAC REFERENCE REMIC FHRR R008 ZA | 340,267 |
| | FANNIE MAE FNR 2007 50 DZ | 492,301 |
| | FNMA POOL 704235 | 177,067 |
| | FNMA POOL 725457 | 267,763 |
| | FNMA POOL 725228 | 3,681 |
| | FNMA POOL 725229 | 246,707 |
| | FNMA POOL 735503 | 5,662 |
| | FNMA POOL 888368 | 1,261,698 |
| | FNMA POOL 888560 | 239,795 |
| | FNMA POOL 889072 | 1,070,062 |
| | FNMA POOL 889984 | 969,118 |
| | FNMA POOL 965097 | 318,018 |
| | FNMA POOL 976853 | 438,037 |
| | FNMA POOL 995006 | 171,906 |
| | FNMA POOL 995051 | 227,797 |
| | FNMA POOL AB1763 | 138,732 |
| | FNMA POOL AB3301 | 180,743 |
| | FNMA POOL MA0792 | 1,274,044 |
| | FNMA POOL AD0198 | 221,245 |
| | FNMA POOL AD0244 | 1,341,415 |
| | FNMA POOL AE0952 | 966,212 |
| | FORD MOTOR CREDIT CO LLC SR UNSECURED 09/15 5.625 | 269,068 |
| | FORD MOTOR CREDIT CO LLC SR UNSECURED 02/21 5.75 | 588,140 |

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|--|--|----------------------|
| | FORD MOTOR CREDIT CO LLC SR UNSECURED 08/21 5.875 | \$226,742 |
| | FORD MOTOR CREDIT CO LLC SR UNSECURED 08/23 4.375 | 201,072 |
| | GENERAL ELEC CAP CORP SR UNSECURED 01/20 5.5 | 629,840 |
| | GENERAL ELEC CAP CORP SR UNSECURED 09/20 4.375 | 54,189 |
| | GENERAL ELEC CAP CORP SR UNSECURED 01/21 4.625 | 136,306 |
| | HCA INC SR UNSECURED 03/14 5.75 | 908,100 |
| | HCA INC SR UNSECURED 02/16 6.5 | 710,938 |
| | HSBC HOLDINGS PLC SUBORDINATED 09/37 6.5 | 561,800 |
| | HSBC HOLDINGS PLC SR UNSECURED 04/21 5.1 | 194,504 |
| | HEALTH NET INC SR UNSECURED 06/17 6.375 | 215,500 |
| | HEWLETT PACKARD CO SR UNSECURED 03/18 5.5 | 166,819 |
| | HEWLETT PACKARD CO SR UNSECURED 12/16 3.3 | 261,657 |
| | ILLINOIS ST ILS 03/16 FIXED 4.961 | 292,735 |
| | ILLINOIS ST ILS 03/17 FIXED 5.365 | 461,231 |
| | ILLINOIS ST ILS 03/18 FIXED 5.665 | 381,143 |
| | JPMORGAN CHASE + CO SUBORDINATED 05/23 3.375 | 302,900 |
| | LAFARGE SA SR UNSECURED 07/16 6.5 | 801,125 |
| | LEGG MASON INC SR UNSECURED 05/19 5.5 | 333,647 |
| | LOS ANGELES CA UNIF SCH DIST LOSSCD 07/34 FIXED 6.758 | 307,285 |
| | MACYS RETAIL HLDGS INC COMPANY GUAR 07/24 6.65 | 1,227,145 |
| | NEW JERSEY ST TURNPIKE AUTH NJSTRN 01/41 FIXED 7.102 | 636,720 |
| | 21ST CENTURY FOX AMERICA COMPANY GUAR 03/37 6.15 | 164,863 |
| | 21ST CENTURY FOX AMERICA COMPANY GUAR 11/37 6.65 | 145,908 |
| | NOKIA CORP SR UNSECURED 05/19 5.375 | 337,188 |
| | NORDSTROM INC SR UNSECURED 01/18 6.25 | 289,226 |
| | PETROBRAS INTL FIN CO COMPANY GUAR 01/21 5.375 | 843,530 |
| | PETROBRAS GLOBAL FINANCE COMPANY GUAR 05/23 4.375 | 89,089 |
| | REED ELSEVIER CAPITAL COMPANY GUAR 01/19 8.625 | 501,488 |
| | ROYAL BK SCOTLND GRP PLC SUBORDINATED 12/23 6. | 100,712 |
| | ROYAL BK SCOTLND GRP PLC SUBORDINATED 12/22 6.125 | 511,001 |
| | ROYAL BK OF SCOTLAND PLC BANK GUARANT 03/16 4.375 | 53,360 |
| | ROYAL BK OF SCOTLAND PLC BANK GUARANT 01/21 6.125 | 198,076 |
| | SLM CORP SR UNSECURED 06/18 8.45 | 64,075 |
| | SLM CORP SR UNSECURED 01/16 6.25 | 135,000 |
| | SLM CORP SR UNSECURED 01/17 6. | 378,875 |
| | SPRINT COMMUNICATIONS SR UNSECURED 12/16 6 | 327,375 |
| | STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND | 1,470,840 |
| | TELECOM ITALIA CAPITAL COMPANY GUAR 06/19 7.175 | 319,913 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335

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|---|---|--|
| Dodge & Cox | TELECOM ITALIA CAPITAL COMPANY GUAR 07/36 7.2 TELECOM ITALIA CAPITAL COMPANY GUAR 06/18 6.999 TIME WARNER CABLE INC COMPANY GUAR 07/38 7.3 TIME WARNER CABLE INC COMPANY GUAR 04/19 8.25 TIME WARNER CABLE INC COMPANY GUAR 09/41 5.5 UNION PACIFIC RR CO 07 3 PASS THRU CE 01/31 6.176 US TREASURY N/B 02/14 0.25 US TREASURY N/B 07/14 0.125 US TREASURY N/B 09/15 0.25 VERIZON COMMUNICATIONS SR UNSECURED 09/23 5.15 VERIZON COMMUNICATIONS SR UNSECURED 09/43 6.55 VULCAN MATERIALS SR UNSECURED 12/16 6.5 VULCAN MATERIALS SR UNSECURED 06/21 7.5 WELLPOINT INC SR UNSECURED 02/19 7 WELLS FARGO + COMPANY SR UNSECURED 04/21 4.6 XEROX CORPORATION SR UNSECURED 02/17 6.75 Total Dodge & Cox | \$96,250 332,250 149,577 907,916 165,723 597,425 300,070 2,250,263 349,713 778,427 526,482 112,000 256,500 739,188 328,868 1,078,961 59,447,394 |
| Institutional Capital Corporation | BANK OF AMERICA CORP COMMON STOCK USD.01 BAXTER INTERNATIONAL INC COMMON STOCK USD1. BOEING CO/THE COMMON STOCK USD5. CVS CAREMARK CORP COMMON STOCK USD.01 CAPITAL ONE FINANCIAL CORP COMMON STOCK USD.01 CISCO SYSTEMS INC COMMON STOCK USD.001 CITIGROUP INC COMMON STOCK USD.01 COCA COLA CO/THE COMMON STOCK USD.25 ENCANA CORP COMMON STOCK NPV EXELON CORP COMMON STOCK NPV EXXON MOBIL CORP COMMON STOCK NPV FORD MOTOR CO COMMON STOCK USD.01 GENERAL ELECTRIC CO COMMON STOCK USD.06 HALLIBURTON CO COMMON STOCK USD2.5 HONEYWELL INTERNATIONAL INC COMMON STOCK USD1. JPMORGAN CHASE + CO COMMON STOCK USD1.0 JOHNSON + JOHNSON COMMON STOCK USD1. JOHNSON CONTROLS INC COMMON STOCK USD.01388 MARATHON OIL CORP COMMON STOCK USD1. MONSANTO CO COMMON STOCK USD.01 | 5,199,602 5,657,893 3,466,846 3,388,840 5,316,734 3,319,233 5,049,459 2,813,211 1,971,963 3,445,662 8,323,700 3,926,164 9,488,155 4,334,050 3,901,499 4,178,396 2,683,587 4,363,065 3,704,735 4,423,073 |

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|---|--|----------------------|
| Institutional Capital Corporation | MOSAIC CO/THE COMMON STOCK USD.01 | \$1,836,440 |
| | NETAPP INC COMMON STOCK USD.001 | 2,340,866 |
| | NOVARTIS AG ADR ADR | 2,339,058 |
| | ORACLE CORP COMMON STOCK USD.01 | 4,466,855 |
| | PNC FINANCIAL SERVICES GROUP COMMON STOCK USD5. | 5,329,746 |
| | PFIZER INC COMMON STOCK USD.05 | 9,761,781 |
| | SOUTHWESTERN ENERGY CO COMMON STOCK USD.01 | 2,639,043 |
| | STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND | 1,903,281 |
| | SYMANTEC CORP COMMON STOCK USD.01 | 2,164,644 |
| | TEXAS INSTRUMENTS INC COMMON STOCK USD1. | 4,880,597 |
| | TIME WARNER INC COMMON STOCK USD.01 | 6,647,175 |
| | UNITEDHEALTH GROUP INC COMMON STOCK USD.01 | 4,054,905 |
| | VIACOM INC CLASS B COMMON STOCK USD.001 | 5,000,215 |
| | VODAFONE GROUP PLC SP ADR ADR | 7,060,076 |
| | COVIDIEN PLC COMMON STOCK USD.2 | 3,149,625 |
| | ACE LTD COMMON STOCK | 4,529,438 |
| | Total Institutional Capital Corporation | 157,059,606 |
| Westwood Group | AMC NETWORKS INC A COMMON STOCK | 1,382,633 |
| | ADVANCE AUTO PARTS INC COMMON STOCK USD.0001 | 1,341,110 |
| | ALEXANDRIA REAL ESTATE EQUIT REIT USD.01 | 1,253,314 |
| | APOGEE ENTERPRISES INC COMMON STOCK USD.333 | 836,703 |
| | BANKUNITED INC COMMON STOCK USD.01 | 1,639,416 |
| | B/E AEROSPACE INC COMMON STOCK USD.01 | 1,462,104 |
| | BOISE CASCADE CO COMMON STOCK USD.01 | 1,025,904 |
| | BROADRIDGE FINANCIAL SOLUTIO COMMON STOCK USD.01 | 1,604,512 |
| | CAREFUSION CORP COMMON STOCK USD.01 | 1,214,510 |
| | CLEAN HARBORS INC COMMON STOCK USD.01 | 713,524 |
| | COLFAX CORP COMMON STOCK USD.001 | 1,409,332 |
| | COMERICA INC COMMON STOCK USD5. | 670,314 |
| | CONSOL ENERGY INC COMMON STOCK USD.01 | 802,644 |
| | DIAMONDROCK HOSPITALITY CO REIT USD.01 | 723,030 |
| | DIGITAL REALTY TRUST INC REIT USD.01 | 505,936 |
| | DR PEPPER SNAPPLE GROUP INC COMMON STOCK USD.01 | 677,208 |
| | EAST WEST BANCORP INC COMMON STOCK USD.001 | 699,400 |
| | EQUIFAX INC COMMON STOCK USD1.25 | 1,443,981 |
| | FLIR SYSTEMS INC COMMON STOCK USD.01 | 1,324,400 |
| | FAMILY DOLLAR STORES COMMON STOCK USD.1 | 571,736 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

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|---|--|----------------------|
| Westwood Group | FIRST FINANCIAL BANCORP COMMON STOCK NPV | \$1,239,273 |
| | GLOBAL PAYMENTS INC COMMON STOCK NPV | 851,369 |
| | HCC INSURANCE HOLDINGS INC COMMON STOCK USD1. | 641,346 |
| | JACK HENRY + ASSOCIATES INC COMMON STOCK USD.01 | 731,303 |
| | HUBBELL INC CL B COMMON STOCK USD.01 | 1,317,690 |
| | IAC/INTERACTIVECORP COMMON STOCK USD.001 | 1,676,036 |
| | INLAND REAL ESTATE CORP REIT USD.01 | 897,356 |
| | J2 GLOBAL INC COMMON STOCK USD.01 | 1,395,279 |
| | KBR INC COMMON STOCK USD.001 | 634,611 |
| | KNOLL INC COMMON STOCK USD.01 | 287,467 |
| | LEAR CORP COMMON STOCK USD.01 | 1,416,975 |
| | LIFE TIME FITNESS INC COMMON STOCK USD.02 | 1,306,600 |
| | MANPOWERGROUP INC COMMON STOCK USD.01 | 1,056,078 |
| | MEDNAX INC COMMON STOCK USD.01 | 1,345,176 |
| | OASIS PETROLEUM INC COMMON STOCK USD.01 | 1,380,918 |
| | PDC ENERGY INC COMMON STOCK USD.01 | 500,268 |
| | PETSMART INC COMMON STOCK USD.0001 | 632,925 |
| | POTLATCH CORP REIT USD1. | 955,971 |
| | PRIMORIS SERVICES CORP COMMON STOCK USD.0001 | 790,702 |
| | PRIVATEBANCORP INC COMMON STOCK NPV | 1,452,546 |
| | QUESTAR CORP COMMON STOCK NPV | 919,600 |
| | REX ENERGY CORP COMMON STOCK USD.001 | 955,935 |
| | ROBERT HALF INTL INC COMMON STOCK USD.001 | 659,243 |
| | ROCK TENN COMPANY CL A COMMON STOCK USD.01 | 1,344,128 |
| | ROCKWOOD HOLDINGS INC COMMON STOCK USD.01 | 1,704,504 |
| | SVB FINANCIAL GROUP COMMON STOCK USD.001 | 1,541,442 |
| | SEAWORLD ENTERTAINMENT INC COMMON STOCK USD.01 STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND | 658,833 395,697 |
| | TAL INTERNATIONAL GROUP INC COMMON STOCK USD.001 | 734,080 |
| | THOR INDUSTRIES INC COMMON STOCK USD.1 | 613,053 |
| | TIMKEN CO COMMON STOCK NPV | 1,365,736 |
| | TREX COMPANY INC COMMON STOCK USD.01 | 739,629 |
| | TRINITY INDUSTRIES INC COMMON STOCK USD1. | 883,224 |
| | TRUEBLUE INC COMMON STOCK NPV | 752,776 |
| | TUPPERWARE BRANDS CORP COMMON STOCK USD.01 | 1,295,061 |
| | WATTS WATER TECHNOLOGIES A COMMON STOCK USD.1 | 1,453,945 |
| | WINTRUST FINANCIAL CORP COMMON STOCK NPV | 1,415,884 |
| | AMDOCS LTD COMMON STOCK GBP.0001 | 1,393,912 |

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|---|--|----------------------|
| Westwood Group | SIGNET JEWELERS LTD COMMON STOCK USD.18 | \$708,300 |
| | FOSTER WHEELER AG COMMON STOCK CHF3. | 1,710,436 |
| | GARMIN LTD COMMON STOCK CHF10. | 1,063,060 |
| | AVG TECHNOLOGIES COMMON STOCK EUR.01 | 1,213,305 |
| | Total Westwood Group | 65,333,383 |
| Delaware Investments | ABIOMED INC COMMON STOCK USD.01 | 2,112,460 |
| | AFFILIATED MANAGERS GROUP COMMON STOCK USD.01 | 3,236,934 |
| | ATHENAHEALTH INC COMMON STOCK USD.01 | 1,143,250 |
| | BLACKBAUD INC COMMON STOCK USD.001 | 2,252,411 |
| | COMMONWEALTH REIT REIT USD.01 | 2,268,063 |
| | DINEEQUITY INC COMMON STOCK USD.01 | 3,316,935 |
| | DUNKIN BRANDS GROUP INC COMMON STOCK USD.001 | 1,347,190 |
| | ELLIE MAE INC COMMON STOCK USD.0001 | 748,330 |
| | EXPEDITORS INTL WASH INC COMMON STOCK USD.01 | 2,494,594 |
| | GRACO INC COMMON STOCK USD1. | 3,226,356 |
| | HEARTLAND PAYMENT SYSTEMS IN COMMON STOCK USD.001 | 3,659,502 |
| | INTERVAL LEISURE GROUP COMMON STOCK USD.01 | 1,742,760 |
| | J2 GLOBAL INC COMMON STOCK USD.01 | 3,764,503 |
| | K12 INC COMMON STOCK USD.0001 | 1,775,888 |
| | MSCI INC COMMON STOCK USD.01 | 3,527,111 |
| | NIC INC COMMON STOCK NPV | 2,014,470 |
| | NEUSTAR INC CLASS A COMMON STOCK USD.001 | 2,707,398 |
| | RITCHIE BROS AUCTIONEERS COMMON STOCK NPV | 1,840,706 |
| | SBA COMMUNICATIONS CORP CL A COMMON STOCK USD.01 | 3,288,144 |
| | SALLY BEAUTY HOLDINGS INC COMMON STOCK USD.01 | 3,047,940 |
| | STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND | 3,564,851 |
| | TECHNE CORP COMMON STOCK USD.01 | 3,322,917 |
| | ULTA SALON COSMETICS + FRAGR COMMON STOCK USD.01 | 2,133,092 |
| | VERIFONE SYSTEMS INC COMMON STOCK USD.01 | 2,384,969 |
| | VERISIGN INC COMMON STOCK USD.001 | 3,120,516 |
| | LOGITECH INTERNATIONAL REG COMMON STOCK CHF.25 | 1,467,851 |
| | CORE LABORATORIES N.V. COMMON STOCK EUR.02 | 3,327,304 |
| Total Delaware Investments | 68,836,443 | |
| Next Century | ADVISORY BOARD CO/THE COMMON STOCK USD.01 | 2,248,188 |
| | AKORN INC COMMON STOCK NPV | 1,070,075 |
| | ATHENAHEALTH INC COMMON STOCK USD.01 | 743,516 |

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|---|--|----------------------|
| | B/E AEROSPACE INC COMMON STOCK USD.01 | \$2,491,495 |
| | BENEFITFOCUS INC COMMON STOCK USD.001 | 459,033 |
| | BUFFALO WILD WINGS INC COMMON STOCK NPV | 943,405 |
| | CENTENE CORP COMMON STOCK USD.001 | 1,934,326 |
| | CHART INDUSTRIES INC COMMON STOCK USD.01 | 745,131 |
| | CHICAGO BRIDGE + IRON CO NV COMMON STOCK EUR.01 | 1,682,754 |
| | CONCUR TECHNOLOGIES INC COMMON STOCK USD.001 | 1,257,661 |
| | CONTAINER STORE GROUP INC/TH COMMON STOCK USD.01 | 742,357 |
| | CORNERSTONE ONDEMAND INC COMMON STOCK USD.0001 | 700,728 |
| | COSTAR GROUP INC COMMON STOCK USD.01 | 1,929,046 |
| | FAIRWAY GROUP HOLDINGS CORP COMMON STOCK USD.001 | 786,698 |
| | FIESTA RESTAURANT GROUP COMMON STOCK USD.01 | 787,466 |
| | FINANCIAL ENGINES INC COMMON STOCK USD.0001 | 2,128,589 |
| | FIREEYE INC COMMON STOCK USD.0001 | 837,050 |
| | FIVE BELOW COMMON STOCK USD.01 | 678,629 |
| | GUIDEWIRE SOFTWARE INC COMMON STOCK USD.0001 | 1,731,091 |
| | HEALTHSTREAM INC COMMON STOCK NPV | 1,305,426 |
| | HEICO CORP COMMON STOCK USD.01 | 612,242 |
| | HEXCEL CORP COMMON STOCK USD.01 | 772,601 |
| | HOMEAWAY INC COMMON STOCK USD.0001 | 1,787,355 |
| | HUNT (JB) TRANSPRT SVCS INC COMMON STOCK USD.01 | 1,280,552 |
| | IPG PHOTONICS CORP COMMON STOCK USD.0001 | 879,942 |
| | INFOBLOX INC COMMON STOCK USD.0001 | 1,882,602 |
| | INSULET CORP COMMON STOCK USD.001 | 1,460,442 |
| | INTERACTIVE INTELLIGENCE GRO COMMON STOCK USD.01 | 797,071 |
| | KANSAS CITY SOUTHERN COMMON STOCK USD.01 | 1,597,036 |
| | KATE SPADE + CO COMMON STOCK USD1.0 | 861,208 |
| | LUMBER LIQUIDATORS HOLDINGS COMMON STOCK USD.001 | 1,448,383 |
| | MARKETAXESS HOLDINGS INC COMMON STOCK USD.003 | 832,933 |
| | MEDICINES COMPANY COMMON STOCK USD.001 | 760,273 |
| | MEDIDATA SOLUTIONS INC COMMON STOCK USD.01 | 1,675,972 |
| | NCI BUILDING SYSTEMS INC COMMON STOCK USD.01 | 1,021,845 |
| | NETSUITE INC COMMON STOCK USD.01 | 1,479,779 |
| | ON ASSIGNMENT INC COMMON STOCK USD.01 | 1,093,729 |
| | PACIRA PHARMACEUTICALS INC COMMON STOCK | 2,274,707 |
| | PALO ALTO NETWORKS INC COMMON STOCK USD.0001 | 701,996 |
| | PORTFOLIO RECOVERY ASSOCIATE COMMON STOCK USD.01 | 2,072,755 |
| | RETAILMENOT INC COMMON STOCK USD.001 | 594,744 |

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|---|--|----------------------|
| Next Century | SALIX PHARMACEUTICALS LTD COMMON STOCK USD.001 | \$820,073 |
| | SERVICENOW INC COMMON STOCK USD.001 | 1,843,905 |
| | SHUTTERFLY INC COMMON STOCK USD.0001 | 1,792,940 |
| | SHUTTERSTOCK INC COMMON STOCK USD.01 | 1,244,665 |
| | SPLUNK INC COMMON STOCK USD.001 | 1,930,108 |
| | SPROUTS FARMERS MARKET INC COMMON STOCK USD.001 | 663,417 |
| | STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND | 327,341 |
| | TABLEAU SOFTWARE INC CL A COMMON STOCK USD.0001 | 1,111,634 |
| | TEAM HEALTH HOLDINGS INC COMMON STOCK USD.01 | 1,773,398 |
| | ULTIMATE SOFTWARE GROUP INC COMMON STOCK USD.01 | 1,827,761 |
| | UNDER ARMOUR INC CLASS A COMMON STOCK USD.000333 | 1,623,082 |
| | VEEVA SYSTEMS INC CLASS A COMMON STOCK USD.00001 | 609,868 |
| | XOOM CORP COMMON STOCK USD.0001 | 1,069,045 |
| | YELP INC COMMON STOCK USD.000001 | 1,777,255 |
| | ESSENT GROUP LTD COMMON STOCK USD.015 | 827,087 |
| | FLEETMATICS GROUP PLC COMMON STOCK EUR.015 | 819,717 |
| | STRATASYS LTD COMMON STOCK | 1,272,107 |
| | Total Next Century | 72,424,232 |
| AJO Partners | AAR CORP COMMON STOCK USD1. | 725,459 |
| | AECOM TECHNOLOGY CORP COMMON STOCK USD.01 | 473,823 |
| | ALLIANT TECHSYSTEMS INC COMMON STOCK USD.01 | 876,096 |
| | AMERICAN FINANCIAL GROUP INC COMMON STOCK NPV | 888,888 |
| | ANDERSONS INC/THE COMMON STOCK NPV | 294,261 |
| | ANN INC COMMON STOCK USD.0068 | 208,392 |
| | APARTMENT INVT + MGMT CO A REIT USD.01 | 191,734 |
| | ARCTIC CAT INC COMMON STOCK USD.01 | 216,524 |
| | ARROW ELECTRONICS INC COMMON STOCK USD1. | 368,900 |
| | ASHFORD HOSPITALITY PRIME IN REIT USD.01 | 119,756 |
| | ASHFORD HOSPITALITY TRUST REIT USD.01 | 272,412 |
| | ASSURANT INC COMMON STOCK USD.01 | 909,269 |
| | ATMOS ENERGY CORP COMMON STOCK NPV | 685,842 |
| | AVNET INC COMMON STOCK USD1. | 313,181 |
| | BANNER CORPORATION COMMON STOCK USD.01 | 779,868 |
| | BENCHMARK ELECTRONICS INC COMMON STOCK USD.1 | 163,868 |
| | BLUE NILE INC COMMON STOCK USD.001 | 258,995 |
| | BRANDYWINE REALTY TRUST REIT USD.01 | 366,340 |
| | BRINK S CO/THE COMMON STOCK USD1. | 508,686 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335

Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party AJO Partners | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|---|--|----------------------|
| | CBL + ASSOCIATES PROPERTIES REIT USD.01 | \$484,920 |
| | CBRE GROUP INC A COMMON STOCK USD.01 | 810,040 |
| | CEC ENTERTAINMENT INC COMMON STOCK USD.1 | 123,984 |
| | CMS ENERGY CORP COMMON STOCK USD.01 | 246,284 |
| | CAL MAINE FOODS INC COMMON STOCK USD.01 | 18,069 |
| | CATO CORP CLASS A COMMON STOCK USD.033 | 235,320 |
| | CEDAR REALTY TRUST INC REIT USD.06 | 403,770 |
| | CELESTICA INC COMMON STOCK NPV | 640,640 |
| | CENTRAL PACIFIC FINANCIAL CO COMMON STOCK NPV | 259,032 |
| | CIRRUS LOGIC INC COMMON STOCK USD.001 | 134,838 |
| | CLIFFS NATURAL RESOURCES INC COMMON STOCK USD.125 | 406,255 |
| | COLEMAN CABLE INC COMMON STOCK USD.001 | 298,908 |
| | COMFORT SYSTEMS USA INC COMMON STOCK USD.01 | 672,833 |
| | COMERICA INC COMMON STOCK USD5. | 232,946 |
| | CONSOLIDATED GRAPHICS INC COMMON STOCK USD.01 | 532,776 |
| | CORE MARK HOLDING CO INC COMMON STOCK USD.01 | 205,011 |
| | CORESITE REALTY CORP REIT USD.01 | 119,103 |
| | CUBESMART REIT USD.01 | 677,450 |
| | DAWSON GEOPHYSICAL CO COMMON STOCK USD.333 | 121,752 |
| | DIAMONDROCK HOSPITALITY CO REIT USD.01 | 244,860 |
| | DOMTAR CORP COMMON STOCK USD.01 | 877,362 |
| | DUPONT FABROS TECHNOLOGY REIT USD.001 | 699,293 |
| | DYCOM INDUSTRIES INC COMMON STOCK USD.333 | 741,993 |
| | EL PASO ELECTRIC CO COMMON STOCK NPV | 768,909 |
| | EQUITY LIFESTYLE PROPERTIES REIT USD.01 | 445,629 |
| | EXELIS INC COMMON STOCK USD.01 | 850,076 |
| | FBL FINANCIAL GROUP INC CL A COMMON STOCK NPV | 232,908 |
| | FERRO CORP COMMON STOCK USD1. | 688,971 |
| | FIRST INTERSTATE BANCSYS/MT COMMON STOCK NPV | 817,056 |
| | FIRST NIAGARA FINANCIAL GRP COMMON STOCK USD.01 | 164,610 |
| | GAMESTOP CORP CLASS A COMMON STOCK USD.001 | 448,266 |
| | GENWORTH FINANCIAL INC CL A COMMON STOCK USD.001 | 194,125 |
| | GLATFELTER COMMON STOCK USD.01 | 52,516 |
| | GLOBAL CASH ACCESS HOLDINGS COMMON STOCK USD.001 | 155,844 |
| | GOODYEAR TIRE + RUBBER CO COMMON STOCK NPV | 419,760 |
| | GRAN TIERRA ENERGY INC COMMON STOCK USD.001 | 646,204 |
| | GREAT PLAINS ENERGY INC COMMON STOCK NPV | 460,560 |
| | GREEN PLAINS RENEWABLE ENERG COMMON STOCK USD.001 | 188,083 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335

Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party AJO Partners | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|---|--|----------------------|
| | HCI GROUP INC COMMON STOCK NPV | \$144,450 |
| | HANMI FINANCIAL CORPORATION COMMON STOCK USD.001 | 107,261 |
| | HANOVER INSURANCE GROUP INC/ COMMON STOCK USD.01 | 537,390 |
| | HILL ROM HOLDINGS INC COMMON STOCK NPV | 409,266 |
| | HUNTINGTON BANCSHARES INC COMMON STOCK USD.01 | 1,012,285 |
| | HUNTINGTON INGALLS INDUSTRIE COMMON STOCK USD.01 | 810,090 |
| | ITT EDUCATIONAL SERVICES INC COMMON STOCK USD.01 | 342,516 |
| | INGRAM MICRO INC CL A COMMON STOCK USD.01 | 844,560 |
| | INTELIQUENT INC COMMON STOCK USD.001 | 523,036 |
| | JARDEN CORP COMMON STOCK USD.01 | 190,185 |
| | JETBLUE AIRWAYS CORP COMMON STOCK USD.01 | 236,835 |
| | KIRKLAND S INC COMMON STOCK NPV | 594,117 |
| | LAKELAND FINANCIAL CORP COMMON STOCK NPV | 354,900 |
| | LEAR CORP COMMON STOCK USD.01 | 939,252 |
| | LEXMARK INTERNATIONAL INC A COMMON STOCK USD.01 | 145,632 |
| | MANHATTAN ASSOCIATES INC COMMON STOCK USD.01 | 740,124 |
| | MANNING + NAPIER INC COMMON STOCK USD.01 | 601,865 |
| | MARKETAXESS HOLDINGS INC COMMON STOCK USD.003 | 488,151 |
| | MONEYGRAM INTERNATIONAL INC COMMON STOCK USD.01 | 174,552 |
| | MYRIAD GENETICS INC COMMON STOCK USD.01 | 635,694 |
| | NEW JERSEY RESOURCES CORP COMMON STOCK USD2.5 | 670,480 |
| | NORTEK INC COMMON STOCK USD.01 | 156,660 |
| | NU SKIN ENTERPRISES INC A COMMON STOCK USD.001 | 787,854 |
| | NUTRISYSTEM INC COMMON STOCK USD.001 | 447,168 |
| | OMNICARE INC COMMON STOCK USD1. | 482,880 |
| | OMEGA PROTEIN CORP COMMON STOCK USD.01 | 169,602 |
| | OSHKOSH CORP COMMON STOCK USD.01 | 398,002 |
| | PDL BIOPHARMA INC COMMON STOCK USD.01 | 733,436 |
| | PNM RESOURCES INC COMMON STOCK NPV | 207,432 |
| | PACKAGING CORP OF AMERICA COMMON STOCK USD.01 | 373,352 |
| | PARKER DRILLING CO COMMON STOCK USD.167 | 328,452 |
| | PETMED EXPRESS INC COMMON STOCK USD.001 | 74,835 |
| | PINNACLE WEST CAPITAL COMMON STOCK NPV | 777,924 |
| | PROVIDENCE SERVICE CORP COMMON STOCK USD.001 | 228,908 |
| | QLOGIC CORP COMMON STOCK USD.001 | 715,715 |
| | QUESTCOR PHARMACEUTICALS COMMON STOCK NPV | 163,350 |
| | RLJ LODGING TRUST REIT | 802,560 |
| | RPC INC COMMON STOCK USD.1 | 419,475 |

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Appendix of Schedule H - Schedule of Assets (Held at End of Year)
December 31, 2013

Edison 401(k) Savings Plan

EIN: 95-1240335

Plan Number: 002

| (a) (b) Identity of Issuer, Borrower, Lessor, or Similar Party AJO Partners | (c) Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|---|--|----------------------|
| | RENEWABLE ENERGY GROUP INC COMMON STOCK USD.0001 | \$568,416 |
| | RESOLUTE FOREST PRODUCTS COMMON STOCK USD.001 | 757,746 |
| | ROCK TENN COMPANY CL A COMMON STOCK USD.01 | 420,040 |
| | SM ENERGY CO COMMON STOCK USD.01 | 656,569 |
| | SVB FINANCIAL GROUP COMMON STOCK USD.001 | 157,290 |
| | SABRA HEALTH CARE REIT INC REIT USD.01 | 295,382 |
| | SEACOR HOLDINGS INC COMMON STOCK USD.01 | 164,160 |
| | SIMMONS FIRST NATL CORP CL A COMMON STOCK USD.01 | 293,485 |
| | SMITH + WESSON HOLDING CORP COMMON STOCK USD.001 | 643,473 |
| | STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND | 824,963 |
| | STONE ENERGY CORP COMMON STOCK USD.01 | 518,850 |
| | STURM RUGER + CO INC COMMON STOCK USD1. | 760,136 |
| | SUNSTONE HOTEL INVESTORS INC REIT USD.01 | 348,400 |
| | TELEPHONE AND DATA SYSTEMS COMMON STOCK USD.01 | 118,588 |
| | TOWER INTERNATIONAL INC COMMON STOCK USD.01 | 682,660 |
| | TUTOR PERINI CORP COMMON STOCK USD1. | 249,850 |
| | URS CORP COMMON STOCK USD.01 | 609,385 |
| | UNITED COMMUNITY BANKS/GA COMMON STOCK USD1. | 505,875 |
| | UNITED THERAPEUTICS CORP COMMON STOCK USD.01 | 915,948 |
| | UNUM GROUP COMMON STOCK USD.1 | 729,664 |
| | VAALCO ENERGY INC COMMON STOCK USD.1 | 801,996 |
| | VECTREN CORPORATION COMMON STOCK NPV | 820,050 |
| | WADDELL + REED FINANCIAL A COMMON STOCK USD.01 | 735,856 |
| | WESTLAKE CHEMICAL CORP COMMON STOCK USD.01 | 354,003 |
| | WILSHIRE BANCORP INC COMMON STOCK NPV | 221,879 |
| | WINTRUST FINANCIAL CORP COMMON STOCK NPV | 820,936 |
| | WORLD ACCEPTANCE CORP COMMON STOCK NPV | 700,240 |
| | AMDOCS LTD COMMON STOCK GBP.0001 | 713,452 |
| | ASPEN INSURANCE HOLDINGS LTD COMMON STOCK USD.001514456 | 846,855 |
| | AXIS CAPITAL HOLDINGS LTD COMMON STOCK USD.0125 | 865,774 |
| | EVEREST RE GROUP LTD COMMON STOCK USD.01 | 997,568 |
| | GREENLIGHT CAPITAL RE LTD A COMMON STOCK USD.01 | 755,104 |
| | HERBALIFE LTD COMMON STOCK USD.002 | 70,830 |
| | MARVELL TECHNOLOGY GROUP LTD COMMON STOCK USD.002 | 750,636 |
| | PARTNERRE LTD COMMON STOCK USD1. | 442,806 |
| | PLATINUM UNDERWRITERS HLDGS COMMON STOCK USD.01 | 753,744 |
| | RENAISSANCERE HOLDINGS LTD COMMON STOCK USD1. | 146,010 |

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Edison 401(k) Savings Plan

EIN: 95-1240335
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|---|--|----------------------|
| | ALLIED WORLD ASSURANCE CO COMMON STOCK USD12.98 | \$688,141 |
| | AERCAP HOLDINGS NV COMMON STOCK EUR.01 | 498,550 |
| | Total AJO Partners | 64,625,805 |
| | Grand Total | 683,054,655 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 27, 2014

EDISON 401 (K) SAVINGS PLAN

By:

/s/ Patricia H. Miller
Patricia H. Miller
Chair of the Southern California Edison Company
Benefits Committee